



roamable.

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April 23, 2001

Michael A. Glenn, Esq.  
Glenn Patent Group  
3475 Edison Way, Suite L  
Menlo Park, CA 94025

Re: Transfer of Patent Application Files of The Accelerator Group/Ivolio Corporation/Roamable

Dear Mr. Glenn:

Please transfer all provisional and utility patent application files of Ivolio Corporation/Roamable, along with full responsibility for same, to Akin, Gump, Strauss, Hauer & Feld, L.L.P., 1700 Pacific Avenue, Suite 4100, Dallas, Texas 75201-4675, attention Christopher J. Rourke, as soon as possible. Attached is the legal documentation of our name change from Ivolio to Roamable.

Thank you.

Very truly yours,

A handwritten signature in black ink that reads "Michael Goff". The signature is stylized with a large, sweeping "G" and "F".

Michael Goff  
CEO  
Roamable Corporation

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CERTIFICATE OF AMENDMENT  
OF IVOLIO CORPORATION

(A California Corporation)

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Alexandra Angle does hereby certify that:

1. She is the President and Secretary of Ivolio Corporation, a California corporation.
2. Article I of the Articles of Incorporation of the Corporation is amended to read in its entirety as follows:

I

The name of the corporation is Roamable, Inc.

3. Paragraph B of Article 4 of the Certificate of Determination of Series A Preferred Stock is hereby amended to read in its entirety as follows:

- (1) Automatic Conversion to Common Shares. Upon filing of this Certificate of Amendment, each Series A Preferred Share shall automatically convert into 4.44754 shares of Common Stock of this Corporation. Any fractional shares resulting from such conversion shall be rounded-up to the next whole share. Concurrently with such conversion, each Series A Preferred Share shall cease to have any rights, preferences or privileges of the Series A Preferred Shares previously contained herein, and shall have all the rights, preferences and privileges of the Corporation's Common Shares.
- (2) Mechanics of Conversion. The conversion of any Series A Preferred Shares into Shares of the Corporation's Common Stock shall take place automatically, without any action required on the part of the holder thereof. This Corporation shall, as soon as practicable after such conversion, issue and deliver at such office to such holder of Series A Preferred Shares a certificate or certificates for the number of shares of the Corporation's Common Shares to which such holder shall be entitled as aforesaid.

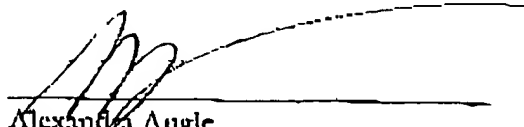
4. The foregoing amendments have been duly approved by the board of directors of the Corporation.

5. The foregoing amendments have been duly approved by the required vote of shareholders, in accordance with Section 903 of the California Corporations Code. The total number of outstanding shares of the corporation is 7,157,229 shares of Common Stock and 502,783 shares of Series A Preferred Stock. The number of shares of Common Stock and Series A Preferred Stock voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%) of the outstanding Common Stock voting as a separate class and more than fifty percent (50%) of the outstanding Series A Preferred Stock voting as a separate class.

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I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct and of my own knowledge.

Dated: March 22, 2001.

  
Alexander Angle  
President and Secretary

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05-11-01


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CERTIFICATE OF EXPRESS MAIL UNDER 37 CFR 1.10

Express Mail mailing label no. EL556469181US

Date of Deposit: May 9, 2001

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington, D. C. 20231.

  
Jessica Pallach

Attorney Docket No: IVOL0001

Items attached:

- Request to Withdrawal as Attorney in triplicate;
- Copy of letter from client asking for the transfer of files;
- Certificate of Amendment showing name change for assignee.

Customer No. 22862

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